

Agenda item 2

“The Annual General Meeting is hereby requested to adopt the following resolution:

RESOLUTION

The company's cumulative net profit of EUR 60,265,837.95, as per the annual financial statements dated 30 April 2008, shall be distributed as follows, in accordance with the Management Board's recommendation in this regard:

1. Payment of a dividend amounting to 70 eurocents per share.
2. The remainder of the balance sheet profit shall be carried over to the new balance sheet.
3. The dividend shall be paid on 4th August 2008.”

Agenda item 3

“The Annual General Meeting is hereby requested to adopt the following resolution:

RESOLUTION

The actions taken by the members of the Zumtobel AG

- a) Management Board and
- b) Supervisory Board

in the 2007/2008 financial year shall be formally approved via separate votes.”

Agenda item 4

“The Annual General Meeting is hereby requested to adopt the following resolution:

RESOLUTION

The members of the Supervisory Board shall be remunerated as follows during the 2008/2009 financial year:

- a) Each member shall receive an emolument of EUR 3,000 for each plenary or committee meeting attended, whereby a board member who attends two or more meetings on the same day shall receive a maximum of EUR 3,000, regardless of the number of meetings attended.
- b) Additional annual emoluments; The chairman and deputy chairman of the Supervisory Board shall each be paid EUR 40,000 and all other elected members shall be paid EUR 20,000 each.
- c) In addition, the out-of-pocket expenses incurred by non-resident members of the board shall be reimbursed.

The EUR 3,000 per meeting emolument and the reimbursements of out-of-pocket expenses shall be paid one week after the relevant meeting. The annual emolument shall be paid at the latest at the end of the month in which the Annual General Meeting for the 2008/2009 business year is held.”

Agenda item 5

"The Annual General Meeting is hereby requested to adopt the following resolution:

RESOLUTION

Hero Brahms (date of birth 6th July 1941) shall be elected to the Supervisory Board for the remaining term of the outgoing member."

Agenda item 6

“The Annual General Meeting is hereby requested to adopt the following resolution:

RESOLUTION

The Management Board is hereby authorized, subject to the Supervisory Board's approval, to acquire company shares amounting to up to 10% of the company's equity capital, taking into account previously acquired company shares still owned by the company. Said purchase shall be (a) effected within 18 months of the adoption of the present resolution in accordance with § 65(1)(Z8) and § 65 (1a) of the Stock Act (Aktiengesetz); and (b) subject to a minimum price of EUR 5 per share and a maximum price of EUR 50 per share. This includes the empowerment of the Management Board to collect company shares to resell via the stock exchange or within the context of a public offering, whereby any trading in company shares shall be excluded. Insofar as members of the company's employee investment program are given the opportunity to exercise stock options, the sale can be realized in a different manner.”

Agenda item 7

“The Annual General Meeting is hereby requested to adopt the following resolution:

RESOLUTION

Section VII.5 of the Company Bylaws shall be amended as follows: The Supervisory Board shall select a chairperson and two deputy chairpersons from among its members. Said individuals shall serve in the latter capacities during the term for which they were elected as board members. However, said term as chairperson/deputy chairperson shall end when the individual concerned leaves the board. If the chairman or a deputy chairman resigns from his/her position, an election shall be held promptly to replace the outgoing chairperson/deputy chairperson. Members of the supervisory shall be entitled to serve more than one term.”

Agenda item 8

“The Annual General Meeting is hereby requested to adopt the following resolution:

RESOLUTION

For the 2008/2009 financial year, KPMG Austria GmbH shall serve as auditor for the company’s annual financial statements, as well as for the consolidated financial statements that are to be issued by the company.”